

Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

4-208A023

July 24, 1984

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 14237-B
Date JUL 26 1984
Fee \$ 10.00
JUL 26 1984 - 4 20 PM
INTERSTATE COMMERCE COMMISSION
ICC Washington D.C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of the Amendment to Management Contract, a secondary document, under the Management Contract dated May 1, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14237.

The names and addresses of the parties to the enclosed documents are:

Manager: Funding Systems Railcars, Inc.
Suite 370
2215 Sanders Road
Northbrook, IL 60062

Owner: Bank of New England, N.A.
28 State Street
31st Floor
Boston, MA 02109

A general description of railroad equipment covered by the enclosed document is as follows:

Open-top hopper car bearing the number UMPX 7140 remarked to number WSOR 7140.

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., Suite 370, Northbrook, IL 60062.

ENCLOSURE UNIT

JUL 26 4 13 PM '84

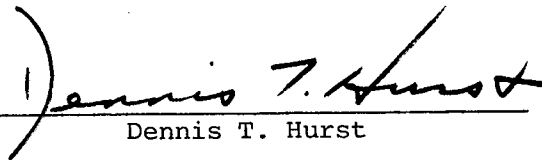
THE SECRETARY
ICC OFFICE OF

Mr. James H. Bayne
Interstate Commerce Commission
July 24, 1984
Page 2

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

SS/pb
encl.

SENT VIA: Certified Mail

7/26/84

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

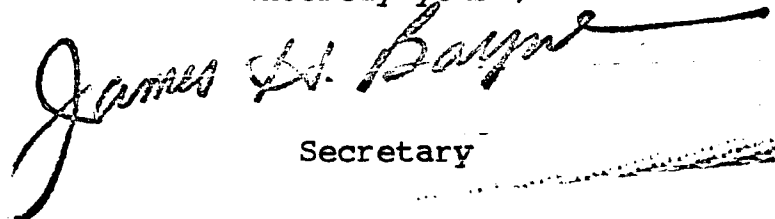
Sharon Schumacher

Funding Systems Railcars, Inc.
North Brook, Ill. 60062

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/26/84 at 4:20pm and assigned re-
recording number(s). 14237-B

Sincerely yours,


Secretary

Enclosure(s)

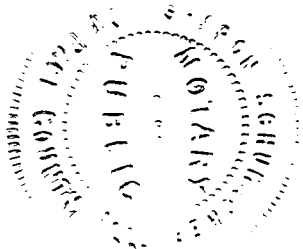
STATE OF ILLINOIS)
)
COUNTY OF DUPAGE)

RECORDATION NO. 14237-B Filed 1425

JUL 26 1984 - 4 20 PM

INTERSTATE COMMERCE COMMISSION

On this 24th day of JULY, 1984, I hereby certify
that I have compared the attached copy of the Amendment to Management Contract
between Funding Systems Railcars, Inc. and Bank of New England, N.A. dated
June 14th, 1984 with the original and have found the copy to be complete and
identical in all respects to the original document.



Sharon Schumacher
Notary Public

My Commission Expires Jan. 27, 1985

RECORDATION NO.

FILED 1425

JUL 26 1984 -4 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of May 1, 1983

Between

FUNDING SYSTEMS RAILCARS, INC.

as Manager,

AND

BANK OF NEW ENGLAND, N.A.

as Owner.

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 14th day of JUNE, 1984 and amends that certain Management Contract dated as of May 1, 1983 (the "Agreement") between Bank of New England, N.A. (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14237 on December 29, 1983; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain open top hoppers cars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment number for the following item of Equipment:

The item of Equipment
bearing the number

UMPX 7140

Shall be changed to
Equipment number

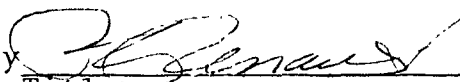
WSOR 7140

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

BANK OF NEW ENGLAND, N.A.

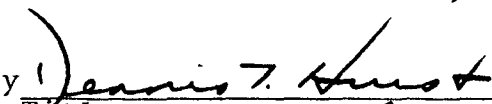
ATTEST:

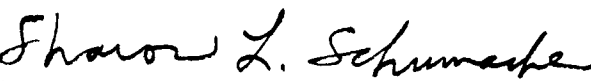
By 
Title: VICE PRESIDENT



FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

By 
Title: EXECUTIVE VICE PRESIDENT -
FINANCE



STATE OF Massachusetts)
COUNTY OF Suffolk)

ss.

On this 11th day of July, 1984, before me personally appeared Paul A. Perreault, to me personally known, who, being by me duly sworn, said that he/she is an authorized officer of Bank of New England, N.A. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William M. Mearns
Notary Public

[Notary Seal]

My commission expires:

My Commission Expires August 10, 1990

STATE ILLINOIS)
) ss.
COUNTY OF DUPAGE)

On this 5th day of JULY, 1984, before
me personally appeared Dennis T. Hurst, to me
personally known, who, being by me duly sworn, says that he/she
is Executive Vice President - Finance
of Funding Systems Railcars, Inc.,
that one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was signed
and sealed on behalf of said corporation by proper authority there-
for, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Sharon Schumacher
Notary Public

[Notarial Seal]

My commission expires:

My Commission Expires Jan. 27, 1985